



October 17, 2008

Michelle Mosier  
Controller  
Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233

Dear Michelle:

Thank you for your time and the recent discussions around the payment plan for Q4 calendar year 2008 and shipments scheduled for the holiday season as we kick off our promotional calendar. Please allow me to confirm our recent discussions to ensure that we are both in agreement on the payment plans and credit limits being established for Circuit City during Q4 CY 2008.

**1. One-time order of 125,000 units of Model 125 product, at approximately \$16.9M Gross Invoice Cost**

Circuit City Stores, Inc. ("Circuit City") and TomTom, Inc. ("TomTom") have agreed that TomTom shall ship 125,000 units of Model 125 product to Circuit City with delivery date to Circuit City's Distribution Centers on or before November 3, 2008, subject to a payment schedule of two installments as follows:

**First Installment Payment:** Circuit City shall make a partial "cash in advance" payment to TomTom, equal to \$8.25M less a three-percent (3%) advance pay discount to be deducted from the advance invoice price. The net payment of \$8M will be paid by Circuit City to TomTom via electronic wire transfer to TomTom's designated bank account as provided below. Model 125 product will not ship until the \$8M payment is received from Circuit City.

**Bank Name:** Bank of America (formerly LaSalle Bank N.A.)  
**Address:** 135 S. LaSalle, Chicago, IL 60603  
**Acct Name:** TOMTOM, INC. OPERATING ACCOUNT  
**Acct No.:** 5800681263  
**ABA:** 071000505  
**SWIFT Code:** LASLUS44

**Second Installment Payment:** The remaining unpaid gross invoice cost of the Model 125 product (approximately \$8.65M), as adjusted for price protection as applicable, will be paid to TomTom on December 2, 2008. The second installment shall not be subject to the 3% advance pay discount applicable to the first installment payment, and payment shall be made by check from Circuit City. The second installment payment will also be netted against the sell through credits available to Circuit City under the

current Model 125 sell-through credit program (separately documented). Payment terms on this second installment amount will be 2% Net 30 Days from Receipt of Goods.

2. **Holiday Shipments of Other TomTom Product Models, approximately \$6.5M**

Circuit City further estimates orders of approximately \$6.5M of other TomTom product models (i.e. other than Model 125) to be shipped in the October, November and December 2008 time period for products under the "Give Give" promotion (separately documented). TomTom agrees to weekly shipments beginning the last week of October thru the end of November to enable a weekly payment schedule throughout December. TomTom agrees to offer CC a discount of two percent (2%) on Net 30 Day ROG payment terms for these other product model orders placed and shipped during this time period. These products shall also be eligible for the "Give Give" sell through credits, and both parties agree to have such credits calculated weekly and applied to the AR balance. Circuit City will be required to present to TomTom the forecast and delivery dates for the weekly shipments of the other TomTom product models.

Circuit City further has confirmed that payments for all the current outstanding receivables as of the date of this letter will be paid within the agreed upon terms. TomTom has notified Circuit City that if any past due balances exist, this could potentially impede delivery of any holiday shipments as outlined above.

Michelle, I believe that the above coincides with our conversations and we are hopeful that this is a temporary solution and we look forward to continuing a successful business arrangement in the future. We will review the above proposal in December to determine how we continue to operate during Q1 CY2009.

Please review the above and feel free to call me with any questions. I can be reached at 978-405-1668. If you are in agreement with the above please sign this letter and email back to me the signed version.

Kind Regards,

Quentin Fendeleit  
Vice President Finance and Administration

Michelle Mosier - Controller  
Circuit City authorized representative (print)

Michelle Mosier 10/20/08  
Circuit City authorized representative (signature) Date